

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ZIPPORAH FILMS, INC.,

PLAINTIFF,

-AGAINST-

CASE NO. 06 CV 6451 (DC)

MADISON SQUARE GARDEN, L.P.,
MADISON SQUARE GARDEN CENTER, INC.,

ELECTRONICALLY FILED

DEFENDANTS.

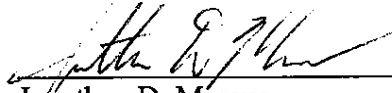
**DECLARATION OF JONATHAN D. MARCUS IN SUPPORT OF
DEFENDANT'S MOTION TO SEAL EXHIBIT D TO THE COMPLAINT**

Jonathan D. Marcus declares:

1. I am a member of the bar of the State of New York and an attorney with Quinn Emanuel Urquhart Oliver & Hedges, LLP, counsel for Defendant and Counterclaimant Madison Square Garden, L.P. in the action Zipporah Films, Inc. v. Madison Square Garden, L.P. (06 CV 6451) (DC).
2. I make this declaration in support of Defendant's Motion to Seal Exhibit D to the Complaint. I have personal knowledge of the facts set forth herein.
3. A true and correct copy of the relevant part of a standard MSG license agreement is attached as Exhibit 1 hereto.
4. A true and correct copy of the January 26, 2005 letter from Julie Strauss to Frederick Wiseman is attached as Exhibit 2 hereto.
5. At my instruction, a representative of Quinn Emanuel Urquhart Oliver & Hedges, LLP contacted the Clerk of Court's office for the United States District Court in the Southern

District of New York. The Clerk's office confirmed that by posting some form of collateral, a member of the public may temporarily remove and copy a DVD that is attached as an exhibit to a publicly available complaint.

6. I declare under the penalty of perjury under the laws of the United States of America that the forgoing is true and correct to the best of my knowledge, information and belief. Executed on January 19, 2007, at New York, New York. .


Jonathan D. Marcus
Attorney for Defendant and Counterclaimant
Madison Square Garden, L.P.